

2-230A036

July 30, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO.

15336-E
FILED 1425

AUG 17 1992 -2 30 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation in your office pursuant to the provisions of 49 USC §11303(a) are two fully-executed copies of a Partial Termination and Release of Lien, a secondary document as defined in the Interstate Commerce Commission's Rules for the Recordation of Documents, 49 CFR §1177. The Partial Termination and Release releases certain collateral from the security interest granted pursuant to a Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of October 11, 1987 by WCL Railcars, Inc. in favor of The Bank of New York (formerly known as Irving Trust Company) (Recordation Number 15336; Recorded on October 20, 1987).

The names and addresses of the parties to the document are as follows:

Secured Party: The Bank of New York
(formerly known as Irving Trust Company)
One Wall Street
New York, New York 10015

Grantee: WCL Railcars, Inc.
6250 North River Road
Suite 9000
Rosemont, Illinois 60017-5062

A description of the railroad equipment covered by the enclosed document is set forth as Exhibit A attached to this letter.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the recordation fee.

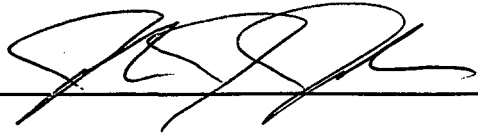
Please return a stamped copy of the enclosed document not required for your files to Debora J. Choate, Esq., McLachlan, Rissman & Doll, 6 West Hubbard Street, Suite 500, Chicago, Illinois 60610. A self-addressed, stamped envelope is enclosed for that purpose.

A short summary of the enclosed secondary document to appear in the ICC's files is as follows:

Partial Termination and Release of Lien dated as of July 30, 1992 releasing collateral subject to Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of October 11, 1987 (ICC Recordation No. 15336; Recorded October 20, 1987) by WCL Railcars, Inc. in favor of The Bank of New York (formerly known as Irving Trust Company) covering 128 box cars, bearing the following road numbers: WC 20306 - 20501 (not inclusive); 47 box cars, bearing the following road numbers: WC 26562 - 26675 (not inclusive); 52 hopper cars bearing the following road numbers: WC 34000 - 34051 (inclusive).

The Bank of New York

By: _____



Its: _____

Vice President

EXHIBIT A

100 Ton Box Cars:

20306	20424
20307	20425
20312	20426
20314	20428
20322	20429
20328	20430
20340	20431
20346	20432
20352	20433
20353	20434
20360	20435
20369	20436
20370	20437
20372	20438
20374	20439
20375	20440
20377	20441
20378	20443
20379	20444
20380	20445
20381	20446
20382	20447
20383	20448
20384	20449
20385	20451
20386	20452
20387	20453
20388	20454
20389	20455
20390	20456
20391	20457
20392	20458
20393	20459
20394	20460
20395	20461
20396	20462
20400	20463
20401	20464
20402	20466
20403	20467
20404	20468
20406	20469
20407	20470
20408	20471
20409	20473
20410	20474
20411	20475
20413	20476
20414	20477
20416	20478
20417	20479
20419	20480
20420	20481
20421	20482
20422	20483

Total:

128

70 Ton Box Cars:

26562
26563
26565
26567
26569
26571
26572
26573
26574
26575
26576
26578
26579
26580
26582
26583
26588
26589
26590
26596
26598
26599
26603
26604
26605
26606
26608
26610
26612
26613
26614
26618
26619
26622
26628
26629
26630
26631
26632
26634
26635
26638
26643
26645
26650
26654
26655

Total:

47

100 Ton Hoppers Cars:

34000
34001
34002
34003
34004
34005
34006
34007
34008
34009
34010
34011
34012
34013
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34051

Total:

52

8/18/92

Interstate Commerce Commission
Washington, D.C. 20423

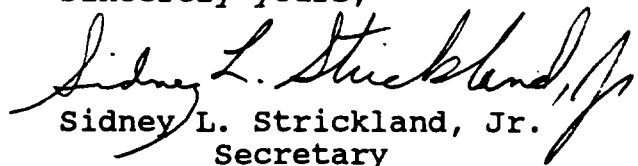
OFFICE OF THE SECRETARY

Debora J. Choate Esq
McLachlan, Rissman & Doll
6 West Hubbard Street
Chicago, Illinois 60610

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/18/92 at 2:30pm, and assigned recordation number(s). 15336-E & 15496-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

AUG 17 1992 - 2 30 PM

PARTIAL TERMINATION AND RELEASE OF LIEN INTERSTATE COMMERCE COMMISSION

The undersigned, The Bank of New York (formerly known as Irving Trust Company), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates and releases its security interest in and to the one hundred twenty eight (128) 100 ton box cars, the forty seven (47) 70 ton box cars, and the fifty two (52) 100 ton hopper cars, all of which are further identified by road number on attached Exhibit A, as evidenced by that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of October 11, 1987 by WCL Railcars, Inc., an Illinois corporation, in favor of The Bank of New York (formerly known as Irving Trust Company) (the "Equipment Mortgage"). The Equipment Mortgage was recorded with the Interstate Commerce Commission on October 20, 1987 and bears ICC Recordation Number 15336.

The Bank of New York's security interest in and to the collateral under the Equipment Mortgage other than the equipment described on attached Exhibit A remains intact and is unaffected by this partial termination and release.

Dated as of July 30 1992.

The Bank of New York
(formerly known as Irving Trust Company)

By: _____

Its: Vice President

State of New York)
) SS:
County of New York)

On this 30 day of July, 1992, before me, personally appeared John J Jordan, known to me to be the person described in and who executed the foregoing instrument and he/she acknowledged that he/she executed the same as his/her free act and deed.

(NOTARY SEAL)

My commission expires: Feb. 5, 1994

Angelica Suarez
Notary Public

ANGELICA SUAREZ
Notary Public, State of New York
No. 31-4961813
Qualified in New York County
Commission Expires Jan. 5, 1994
Feb.

EXHIBIT A

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20306	20424
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20312	20426
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20322	20429
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20340	20431
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20377	20441
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20380	20445
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20387	20453
20388	20454
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20393	20459
20394	20460
20395	20461
20396	20462
20400	20463
20401	20464
20402	20466
20403	20467
20404	20468
20406	20469
20407	20470
20408	20471
20409	20473
20410	20474
20411	20475
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Total:

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34000
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Total:

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